



RECORDATION NO. 24259-B FILED The Greenbrier Companies, Inc.

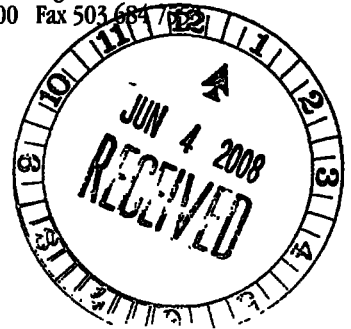
JUN 05 '08

11-00 AM

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7002

SURFACE TRANSPORTATION BOARD

June 2, 2008



Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Amendment No. 2 dated November 1, 2007 to Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, which was duly filed and recorded on December 26, 2002 and assigned Recordation Number 24259.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: GWI Leasing Corporation
1200 - C Scottsville Road, Suite 20
Rochester, NY 14624

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A description of the railroad equipment covered by the enclosed document is:

One hundred fifty-seven (157) 60-foot, Plate F boxcars with single 10-foot plug doors, marked and numbered in the series AOK 110100 through AOK 167219, non-inclusive.

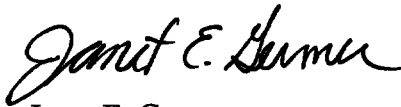
Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amendment No. 2 Dated November 1, 2007 to Memorandum of Lease Agreement for Rider No. 1 dated as of March 1, 2000, between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, Lessor and GWI Leasing Corporation, Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

JUN 05 '08

11-00 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 2 DATED NOVEMBER 1, 2007

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

AND

GWJ LEASING CORPORATION ("LESSEE")

MARCH 1, 2000

RIDER NO. 1

MARCH 1, 2000

Amendment No. 2 dated as of November 1, 2007, to Memorandum of Lease made and entered into as of March 1, 2000, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and GWI Leasing Corporation, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of three hundred (300) 60-foot, Plate F boxcars with single 10-foot plug doors bearing marks and numbers AOK 110000 through AOK 110199, inclusive, and CRLE 18200 through CRLE 18299, inclusive; and

WHEREAS, Lessor and Lessee previously amended the Lease Memorandum to conform to an amendment to the underlying lease deleting 200 of the railcars and adding 18 additional railcars;

WHEREAS, Lessor and Lessee wish to further amend the Lease Memorandum to conform to two amendments to the underlying lease, dated October 16, 2006 and November 1, 2007, respectively, by adding 39 additional railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred fifty-seven (157) 60-foot, Plate F boxcars with single 10-foot plug doors, marked and numbered as set forth on the Railcar List attached hereto as Exhibit A.

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN-WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GWILEASING CORPORATION

BY: JT Sharp

BY: Tony Long

NAME: J.T. Sharp

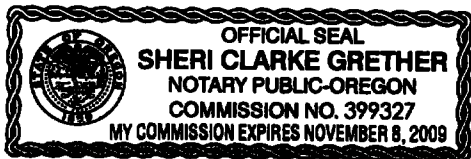
NAME: Tony Long

TITLE: Vice President

TITLE: VP - Camryn

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

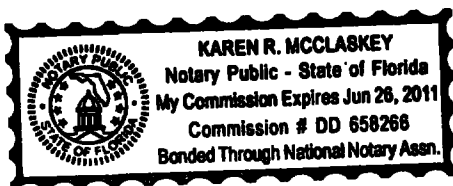
On this 27 day of May, 2008, before me personally appeared J.T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her or~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF Florida)
) ss.
COUNTY OF Duval)

On this 19 day of May, 2008, before me personally appeared Tony Long, to me personally known, who being by me duly sworn, says that s/he is the VP Car Management of GWI Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Karen R. McClaskey
NOTARY PUBLIC
My commission expires: 6/26/2011

EXHIBIT A**RAILCAR LIST**

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	110100	AOK	110140	AOK	110180	AOK	116735
AOK	110101	AOK	110141	AOK	110181	AOK	116736
AOK	110102	AOK	110142	AOK	110182	AOK	116737
AOK	110103	AOK	110143	AOK	110183	AOK	116738
AOK	110104	AOK	110144	AOK	110184	AOK	116740
AOK	110105	AOK	110145	AOK	110185	AOK	116741
AOK	110106	AOK	110146	AOK	110186	AOK	116742
AOK	110107	AOK	110147	AOK	110187	AOK	116743
AOK	110108	AOK	110148	AOK	110188	AOK	116744
AOK	110109	AOK	110149	AOK	110189	AOK	116745
AOK	110110	AOK	110150	AOK	110190	AOK	116747
AOK	110111	AOK	110151	AOK	110191	AOK	116749
AOK	110112	AOK	110152	AOK	110192	AOK	167063
AOK	110113	AOK	110153	AOK	110193	AOK	167098
AOK	110114	AOK	110154	AOK	110194	AOK	167101
AOK	110115	AOK	110155	AOK	110195	AOK	167108
AOK	110116	AOK	110156	AOK	110196	AOK	167110
AOK	110117	AOK	110157	AOK	110197	AOK	167133
AOK	110118	AOK	110158	AOK	110198	AOK	167135
AOK	110119	AOK	110159	AOK	110199	AOK	167137
AOK	110120	AOK	110160	AOK	116702	AOK	167142
AOK	110121	AOK	110161	AOK	116703	AOK	167143
AOK	110122	AOK	110162	AOK	116707	AOK	167149
AOK	110123	AOK	110163	AOK	116710	AOK	167162
AOK	110124	AOK	110164	AOK	116711	AOK	167164
AOK	110125	AOK	110165	AOK	116712	AOK	167171
AOK	110126	AOK	110166	AOK	116713	AOK	167173
AOK	110127	AOK	110167	AOK	116714	AOK	167177
AOK	110128	AOK	110168	AOK	116717	AOK	167181
AOK	110129	AOK	110169	AOK	116718	AOK	167183
AOK	110130	AOK	110170	AOK	116721	AOK	167191
AOK	110131	AOK	110171	AOK	116722	AOK	167192
AOK	110132	AOK	110172	AOK	116723	AOK	167194
AOK	110133	AOK	110173	AOK	116725	AOK	167200
AOK	110134	AOK	110174	AOK	116726	AOK	167208
AOK	110135	AOK	110175	AOK	116727	AOK	167210
AOK	110136	AOK	110176	AOK	116729	AOK	167219
AOK	110137	AOK	110177	AOK	116731		
AOK	110138	AOK	110178	AOK	116732		
AOK	110139	AOK	110179	AOK	116733	Total	157 Cars